

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re	)	Chapter 11
	)	
TRONOX INCORPORATED, <i>et al.</i> ,	)	Case No. 09-10156 (ALG)
	)	
Debtors.	)	Jointly Administered
_____	)	
TRONOX INCORPORATED, TRONOX	)	
WORLDWIDE LLC f/k/a Kerr-McGee	)	
Chemical Worldwide LLC, and TRONOX LLC	)	
f/k/a Kerr-McGee Chemical LLC,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	Adv. Pro. No. 09-01198 (ALG)
	)	
ANADARKO PETROLEUM CORPORATION	)	
and KERR-McGEE CORPORATION,	)	
	)	
Defendants.	)	
_____	)	
THE UNITED STATES OF AMERICA,	)	
	)	
Plaintiff-Intervenor,	)	
	)	
v.	)	
	)	
ANADARKO PETROLEUM CORPORATION	)	
and KERR-McGEE CORPORATION,	)	
	)	
Defendants.	)	
_____	)	

**STIPULATION AND ORDER BETWEEN PLAINTIFFS AND DEFENDANTS  
REGARDING THE SECOND AMENDED COMPLAINT**

Tronox Incorporated, Tronox Worldwide LLC f/k/a Kerr-McGee Chemical Worldwide LLC, and Tronox LLC f/k/a Kerr-McGee Chemical LLC (collectively, "Plaintiffs"), and Kerr-McGee Corporation ("Kerr-McGee"), Kerr-McGee Oil & Gas Corporation, Kerr-McGee Worldwide Corporation, Kerr-McGee Investment Corporation, Kerr-McGee Credit LLC, Kerr-

McGee Shared Services Company LLC, and Kerr-McGee Stored Power Company LLC (collectively, the “Kerr-McGee Subsidiaries”) and Anadarko Petroleum Corporation (“Anadarko”) (collectively, “Defendants”), hereby enter into this stipulation and order (the “Stipulation”) and stipulate and agree as follows:

WHEREAS, the Defendants filed a motion to dismiss counts IV, V, and VI of the Plaintiffs’ Amended Adversary Complaint (the “Amended Complaint”) on May 26, 2010, and this motion has been fully briefed since July 20, 2010;

WHEREAS, on February 7, 2011, the Plaintiffs filed a Second Amended Adversary Complaint (the “SAC”), naming the Kerr-McGee Subsidiaries as Defendants;

THEREFORE, the Plaintiffs and the Defendants (each a “Party” and together, the “Parties”) hereby stipulate and agree as follows:

1. The Defendants’ motion to dismiss counts IV, V, and VI of the Amended Complaint shall be deemed to apply to the SAC.
2. The Defendants’ answer to the Amended Complaint with respect to counts I, II and III shall be deemed to apply to the SAC. The deadline to file an Answer, if one is required, with respect to counts IV, V and VI of the SAC is extended until 14 days following the date that an order is issued deciding the motion to dismiss the Amended Complaint.
3. Except as set forth herein, the Parties fully reserve their rights with respect to all other matters, including any other claims, rights, defenses or actions involving the Parties.
4. This Stipulation shall become effective and binding as of its entry on the docket as “so ordered” by the Bankruptcy Court and shall not be stayed by operation of Bankruptcy Rule 4001(a)(3).

5. This Stipulation may not be changed, modified, or amended except in a writing signed by the Parties and/or their counsel.

6. This Stipulation may be executed in any number of counterparts and shall constitute one agreement, binding upon all Parties hereto as if all Parties signed the same document. Further, all facsimile signatures shall be treated as originals for all purposes.

7. The Bankruptcy Court shall retain exclusive jurisdiction with respect to any and all issues or disputes that may arise in connection with this Stipulation.

Dated: February 18, 2011

**AGREED TO AND ACCEPTED:**

KIRKLAND & ELLIS LLP

By: /s/ Jeffrey J. Zeiger

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*Counsel for Anadarko Petroleum  
Corporation and Kerr-McGee  
Corporation*

**APPROVED and SO ORDERED** this \_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_  
THE HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE